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UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF FLORIDA
FORT LAUDERDALE DIVISION

CASE NO. 07-CV-60399
ALTONAGA/TURNOFF

SPIRIT AIRLINES, INC.,

Plaintiff,

vs.

24/7 REAL MEDIA, INC., ADVERTISING.COM, INC., AMERICA ONLINE, INC. DBA AOL, BURST MEDIA CORPORATION, CARROLLTON BANK, CHEAPFLIGHTS (USA), INC., ECHO TARGET, INC., HOTWIRE, INC., INTERCEPT INTERACTIVE, INC., PRICELINE.COM, LLC, RACKSPACE, LTD., SHERMANS TRAVEL, INC., SIDESTEP, INC., SMARTER LIVING, INC., SPECIFICMEDIA, INC., TRAVEL MARKETING GROUP, INC., TRAVELZOO, INC., TRIBAL FUSION, INC., TRIPADVISOR LLC, VALUECLICK, INC., AND THE WEATHER CHANNEL INTERACTIVE, INC.,

Defendants.
_______________________________________/

RESPONSE TO MAY 3, 2007 ORDER

Spirit Airlines, Inc. ("Spirit") submits this response to this Court's order dated May 3, 2007. On May 3, 2007, the Court issued an order ("Order") requesting that Spirit respond to the following issues: (1) whether Spirit is obligated to make a deposit with the Court and, if so, in what amount; and (2) whether venue is proper before this Court.

In its Complaint, Spirit asserts that the Eisner Funds total $458,186.26. Defendant Carrollton Bank asserts in its answer that it is entitled to $660,697.73. The Court notes this

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discrepancy and questions whether Spirit is obligated to deposit $660,697.73 with the Court. Spirit and Carrollton Bank have entered into a stipulation agreeing to a deposit in the amount of $458,186.26.[1] The stipulation also provides the Court with the flexibility to require additional amounts to be deposited based on the merits of the case. Spirit is ready and willing to make the deposit with this Court or with the transferee court. If this Court determines the deposit should be made with this Court for jurisdictional or other purposes, Spirit will immediately do so. If, however, the Court grants Spirit's accompanying motion to transfer venue, Spirit will make the deposit with the transferee court immediately and comply with all orders from the transferee court with respect to the deposit requirements.

Finally, in response to the Court's questions regarding whether venue is appropriate in this Court, Spirit respectfully requests that the Court grant Spirit's motion to transfer venue to the United States District Court, District of Delaware, filed contemporaneously with this response.

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1 See Exhibit A.

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Dated: May 17, 2007

BERGER SINGERMAN

By: /s/ Anthony J. Carriuolo
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UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF FLORIDA
FORT LAUDERDALE DIVISION

CASE NO. 07-CV-60399 ALTONAGA/TURNOFF

SPIRIT AIRLINES, INC.,

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24/7 REAL MEDIA, INC., ADVERTISING.COM, INC., AMERICA ONLINE, INC. DBA AOL, BURST MEDIA CORPORATION, CARROLLTON BANK, CHEAPFLIGHTS (USA), INC., ECHO TARGET, INC., HOTWIRE, INC., INTERCEPT INTERACTIVE, INC., PRICELINE.COM, LLC, RACKSPACE, LTD., SHERMANS TRAVEL, INC., SIDESTEP, INC., SMARTER LIVING, INC., SPECIFICMEDIA, INC., TRAVEL MARKETING GROUP, INC., TRAVELZOO, INC., TRIBAL FUSION, INC., TRIPADVISOR LLC, VALUECLICK, INC., and THE WEATHER CHANNEL INTERACTIVE, INC.,

Defendants.
_______________________________/

CERTIFICATE OF SERVICE

I HEREBY CERTIFY THAT ON May 17, 2007, I electronically filed the foregoing document with the Clerk of the Court using CM/ECF. I also certify that the foregoing document is being served on this day on all counsel of record or pro se parties identified on the attached Service List in the manner specified, either via transmission of Notices of Electronic Filing generated by CM/ECF or in some other authorized manner for those counsel or parties who are not authorized to receive electronic Notices of Electronic filing.

s/Anthony J. Carriuolo
Anthony J. Carriuolo

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SERVICE LIST

Spirit Airlines, Inc. v. 24/7 Real Media, Inc., et al.
Case No. 07-cv-60399-CMA (Altonaga/Turnoff)
United States District Court, Southern District of Florida

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